

Executive Offices
The East Tower, Suite 1000
2550 Golf Road
Rolling Meadows, IL 60008

Telephone: 312/640-7000

RECORDATION NO. *14059-K*

FFB 22 1984 - 11 55 AM

14059-K



February 21, 1984

4-053A032

Secretary
Interstate Commerce Commission
Washington, D. C.

No. *FEB 22 1984*
Date *10-00*
Use \$ *10.00*

Dear Secretary:

Pursuant to 49 U.S.C. §11303 and the rules and regulations promulgated thereunder, as amended, we hand you herewith for filing eight fully executed counterparts of that certain Third Amendment to Security Agreement dated as of January 25, 1984. The parties to the Third Amendment to Security Agreement are:

Debtor:	Evans Railcar Leasing Company The East Tower, Suite 1000 2550 Golf Road Rolling Meadows, Illinois 60008
Secured Party:	Continental Illinois National Bank and Trust Company of Chicago, as Agent 230 South LaSalle Street Chicago, Illinois 60693

A list of the equipment covered by the Third Amendment to Security Agreement is attached hereto as Exhibits A and B.

The enclosed Third Amendment to Security Agreement relates to that certain Security Agreement dated as of May 20, 1983 and recorded with Interstate Commerce Commission on June 17, 1983 as ICC Recordation No. 14059. Accordingly, we request that the Third Amendment to Security Agreement be filed as a subfiling under that number.

Enclosed herewith is Rosenthal and Schanfield Check No. 31042 in the amount of \$10 in payment of the applicable recording fees.

Since these documents are being delivered to you by hand, we would appreciate if it you would return to the bearer the duly stamped counterparts of the Third Amendment to

RECEIVED
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Counterparts

Secretary
Interstate Commerce Commission

February 21, 1984
Page Two

Security Agreement not required to be kept by you, or, if it is not possible to return it to the bearer, send it to: Mr. Ronald M. Neifield, Rosenthal and Schanfield, 55 East Monroe Street, Suite 4620, Chicago, Illinois 60603.

Very truly yours,

EVANS RAILCAR LEASING COMPANY

A handwritten signature in cursive script, appearing to read "William D. Deitch", is written over a horizontal line.

Assistant Secretary

Enclosures

DESCRIPTION OF CARS AND LEASES

1

EXHIBIT A (Deletious)

<u>TYPE OF CAR</u>	<u>QUANTITY</u>	<u>LESSEE</u>	<u>MASTER LEASE DATE</u>	<u>SCHEDULE NO.</u>	<u>SCHEDULE DATE</u>	<u>TERM (YEARS)</u>	<u>CAR NUMBERS (BOTH INCLUSIVE)</u>
5750 c.f. Cov. Hop.	45	Inventory					ERLX 6153-6173, 6175-6191, 6193-6199
Tank-235 CI	5	Arco Chemical Company	5/14/81	3	9/17/81	Mo./Mo.	USLX 22036, 22042, 22056, 22069, 22076
Cov. Hop.-LO	11	Ferdinand Railroad (assigned to Keokuk Junction Ry 6/7/82 as amended)				1 Mo.	FRDN 26568, 26529, 26539, 26541, 26544, 26565, 26552, 26555, 26625, 26675, 26667
Cov. Hop.-LO	65	Cadillac & Lake City Railroad	12/31/82	1	12/31/82	1 Mo.	FRDN 26400, 26403, 26404, 26407, 26410, 26414, 26418, 26423, 26479, 26482-26485, 26487, 26493, 26497, 26498, 26501, 26503, 26506, 26509, 26512, 26513, 26515, 26516, 26517, 26520, 26521, 26537, 26538, 26558, 26559, 26562, 26573, 26586, 26588, 26596, 26613, 26614, 26618, 26620, 26628, 26630, 26636, 26640, 26643, 26653, 26654, 26656, 26665, 26686, 26689, 26691, 26694, 26695, 26696, 26697, 26701, 26702, 26703, 26704, 26712, 26713, 26716, 26719
Tank-210 CI	7	Lease Pool					USLX 21970, 21978-21981, 21984, 21987
Cov. Hop.-LO	51	Burlington Northern	5/4/82	N/A	N/A	1 (3 yr. option)	BN438807, 438809, 438811, 438813, 438822, 438836, 438847, 438851, 438852, 438856, 438864, 438865, 483366, 438867, 438869, 438876, 438879, 438883, 438887, 438892, 438905, 438906, 438914, 438919, 438921, 438926, 438931, (cont'd)

DESCRIPTION OF CARS AND LEASES

EXHIBIT A

<u>TYPE OF CAR</u>	<u>QUANTITY</u>	<u>LESSEE</u>	<u>MASTER LEASE DATE</u>	<u>SCHEDULE NO.</u>	<u>SCHEDULE DATE</u>	<u>TERM (YEARS)</u>	<u>CAR NUMBERS (BOTH INCLUSIVE)</u>
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Tank-210 CI	11	Rohm & Haas Co.	8/10/78	6	10/7/80	6 Mo.	USLX 21656, 21666.
Tank-210 CI	1	Off Lease					USLX 22098
Tank-210 CI	8	Archer Daniels Midland	12/1/77	11	12/1/82	Mo./Mo.	USLX 22214, 22121, 22099, 22112, 22183, 22164, 22176, 22188
Tank-210 CI	71	Archer Daniels Midland	12/1/744	7	4/21/82 (amend. 2/16/83)	8 Mo. & Mo./Mo.	USLX 22010-22012, 22014- 22017, 22019, 22022, 22024-22027, 22030, 22089- 22091, 22093-22095, 22097, 22100, 22101, 22103-22104, 22107-22108, 22110-22111, 22114-22116, 22120, 22123- 22124, 22128-22129, 22133- 22134, 22142-22145, 22149, 22151-22154, 22156-22160, 22168-22170, 22172, 22174, 22175, 22178, 22179, 21827- 21828, 21832-21833, 21835, 21836, 21851, 21858, 21839, 21849
Tank-210 CI	3	Archer Daniels Midland	12/1/77	9	4/30/82	Mo./Mo.	USLX 22208, 22212, 22229

DESCRIPTION OF CARS AND LEASES

1

EXHIBIT B

<u>TYPE OF CAR</u>	<u>QUANTITY</u>	<u>LESSEE</u>	<u>MASTER LEASE DATE</u>	<u>SCHEDULE NO.</u>	<u>SCHEDULE DATE</u>	<u>TERM (YEARS)</u>	<u>CAR NUMBERS (BOTH INCLUSIVE)</u>
5750 c.f. Cov. Hop.	39	Air Products and Chemicals	5/3/79	4	9/9/83	15 Mo.	ERLX 6153-6173, 6175-6190, 6194
Tank-210 CI	78	Archer Daniels Midland	12/1/77	16	9/30/84	Mo./Mo.	(See Schedule X attached)
Tank-235 CI	4	Atlas Oil Company	4/22/83	2	4/22/84	1	USLX 22036, 22042, 22056, 22069
Tank-235 CI	1	Chemlink Petroleum	6/2/83	2	11/8/83	2 plus Mo./Mo.	USLX 22076
Tank-210 CI	4	Continental Forest Industries					USLX 22016, 22019, 22124, 22214
Cov. Hop.-LO	52	Ferdinand Railroad	10/10/83	7	7/1/83	Mo./Mo.	(See Schedule Y attached)
Tank-235 CI	5	Fiber Industries	11/8/83	1	11/8/83	1	ERLX 6195-6199
Tank-210 CI	7	International Paper Company	6/28/83	2	11/9/83	3 Mo.	USLX 21970, 21978-21981, 21984, 21987
Box XM	33	Louisville, New Albany and Corydon	9/8/75	N/A	N/A	12	LNAC 10102-10103, 10106- 10113, 10115, 10117, 10119-10121, 10123-10125, 10129-19133, 10135-10136, 10138-10143, 10147, 10148
Box XM	5	Louisville, New Albany and Corydon	9/8/75	N/A	N/A	12	LNAC 10231, 10235, 10237, 10241, 10244
Box XM	5	Louisville, New Albany and Corydon	9/8/75	N/A	N/A	12	LNAC 10251, 10254, 10256, 10258, 10262
Cov. Hop.-LO	51	Maryland Midland Railroad	7/7/83	1	7/7/83	15	(See Schedule Z attached)
Tank-210 CI	8	Olin Corporation	10/19/83	1	10/19/83	2 plus Mo./Mo.	USLX 21656-21657, 21661- 21666

DESCRIPTION OF CARS AND LEASESEXHIBIT B

2

<u>TYPE OF CAR</u>	<u>QUANTITY</u>	<u>LESSEE</u>	<u>MASTER LEASE DATE</u>	<u>SCHEDULE NO.</u>	<u>SCHEDULE DATE</u>	<u>TERM (YEARS)</u>	<u>CAR NUMBERS (BOTH INCLUSIVE)</u>
Cov. Hop-LO	1	Rohm & Haas	8/10/78	18	10/20/83	1	ERLX 6191
Tank-210 CI	1	Specialty Polymers	1/22/82	1	1/22/82	3	USLX 22098
Tank-210 CI	3	Jim Walter Resources	1/19/83, as amended	1	1/19/83, as amended	6 Mo.	USLX 21658-21660
Cov. Hop.-LO	25	Tennken Railroad	9/27/83	2	9/27/83	10	TKEN 2000-2024

SCHEDULE X

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Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

February 22, 1984


Ronald M. Neifield
Rosenthal and Schanfield
55 East Monroe Street
Suite 4620
Chicago, Illinois 60603

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/22/84 at 11:55AM and assigned re-recording number(s). 14059-K

Sincerely yours,


JAMES H. BAYNE
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO.

14059-K
Filed 1426

FFB 22 1984 - 11 55 AM

INTERSTATE COMMERCE COMMISSION

THIRD AMENDMENT TO SECURITY AGREEMENT

THIS THIRD AMENDMENT TO SECURITY AGREEMENT is dated as of the 15th day of February, 1984, by and between EVANS RAILCAR LEASING COMPANY, an Illinois corporation (herein called the "Borrower"), and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Agent for the banks parties to the Credit Agreement described below (herein called the "Agent").

W I T N E S S E T H :

WHEREAS, the Borrower, Evans Trailer Leasing Company, various banks (herein called the "Banks") and the Agent entered into an Amended and Restated Revolving Credit Agreement dated as of May 20, 1983 (herein, as amended or otherwise modified from time to time, called the "Credit Agreement"), amending and restating a Revolving Credit Agreement dated as of November 16, 1981, as amended, and providing, among other things for an extension of the Banks' commitments to make revolving credit loans to such corporations and for outstanding revolving credit loans from the Banks to be governed thereby and the maturity thereof extended; and

WHEREAS, the Borrower and the Agent, pursuant to the Credit Agreement, entered into an Amended and Restated Security Agreement dated as of May 20, 1983 (herein, as amended or otherwise modified from time to time, called the "Security Agreement"), recorded with the Interstate Commerce Commission on June 17, 1983 as Document No. 14059; and

WHEREAS, to correct certain inaccuracies therein and further conform the same to the terms of the Credit Agreement, the Borrower and Agent have agreed to amend Schedule 1 to the Security Agreement.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual covenants and agreements of the parties and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is agreed as follows:

1. Schedule 1 to the Security Agreement is hereby amended by deleting therefrom the Collateral (as defined in the Security Agreement) listed on Exhibit A hereto.

2. Schedule 1 to the Security Agreement is hereby amended by adding thereto the Collateral listed on Exhibit B hereto.

2. Except as hereby amended the Security Agreement remains in full force and effect, and the Security Agreement as hereby amended is ratified, confirmed and approved.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective authorized officers as of the day and year first written above.

EVANS RAILCAR LEASING COMPANY

By: 

Vice President

CONTINENTAL ILLINOIS NATIONAL
BANK AND TRUST COMPANY OF
CHICAGO, as Agent

By: 

Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

I, Susan E Muehlfield a Notary Public in and for the County and State aforesaid, do hereby certify that Paul R. Leah, Vice President of EVANS RAILCAR LEASING COMPANY, an Illinois corporation, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as an officer of said corporation, appeared before me in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act and as the free and voluntary act of said corporation for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 17th day of February, 1984.

Susan E Muehlfield
Notary Public

My Commission Expires:

2-4-85

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

I, ANN L. VAFIADIS, a Notary Public in and for the County and State aforesaid, do hereby certify that GERALD E. GALE, Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO ("Bank"), a national banking association, personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Vice President, appeared before me in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act, and as the free and voluntary act of said Bank, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 21st day of February, 1984.

Ann L. Vafiadis
Notary Public

My Commission Expires:

My Commission Expires Nov. 9th, 1986

DESCRIPTION OF CARS AND LEASES

EXHIBIT A - ~~Deletions~~

1

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Cov. Hop.-LO	11	Ferdinand Railroad (assigned to Keokuk Junction Ry 6/7/82 as amended)				1 Mo.	FRDN 26568, 26529, 26539, 26541, 26544, 26565, 26552, 26555, 26625, 26675, 26667
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DESCRIPTION OF CARS AND LEASES

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Box XM	33	Louisville, New Albany and Corydon	9/8/75	N/A	N/A	12	LNAC 10102-10103, 10106- 10113, 10115, 10117, 10119-10121, 10123-10125, 10129-19133, 10135-10136, 10138-10143, 10147, 10148
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Cov. Hop.-LO	25	Tennken Railroad	9/27/83	2	9/27/83	10	TKEN 2000-2024

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SCHEDULE Y

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SCHEDULE Z

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